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**VOTING RESULTS FOR THE 23<sup>RD</sup> ANNUAL GENERAL MEETING HELD ON 30<sup>TH</sup> SEPTEMBER, 2014**

Shareholders	Present in Person or through Proxy	Shares	% to capital
<b>Promoters and Promoter Group:</b>	4	118600261	72.55
<b>Public:</b>	298	1600232	0.98
<b>Total</b>	302	120200493	73.53
No. of Shareholders attended the meeting through Video Conferencing: (No Video conferencing facility was made available)	Promoters and Promoter Group:	NIL	
	Public:	NIL	

**THE RESULT OF THE VOTING IS AS UNDER:**

**Item No. 1: To receive, consider and adopt the audited statement of Profit & Loss for the year ended on 31st March 2014 and the audited Balance Sheet as on that date together with the notes thereto and the Reports of the Auditors and Directors thereon:**

**Resolution Required: Ordinary Resolution**

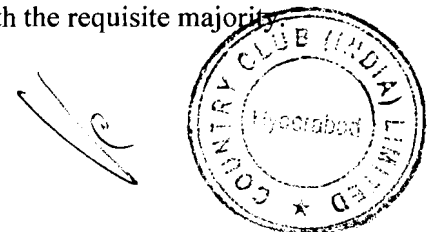
**Mode of Voting: E-Voting + Poll**

302 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = [2/1]*100	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = [4/2]*100	% of votes against on votes polled (7) = [5/2]*100
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1600232	4.01	1593180	7052	99.56	0.44
<b>Total</b>	<b>163464735</b>	<b>120200493</b>	<b>73.53</b>	<b>120193441</b>	<b>7052</b>	<b>99.99</b>	<b>0.01</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution.

Henceforth it was declared that the resolution has been approved with the requisite majority.



**Country Club (India) Limited**

**Corporate Office :** Country Club Kool, #6-3-1219, 4th & 5th Floor, Begumpet, Hyderabad -16, Ph: 040-6684 8888, Fax : 040-6636 0609  
**Reg. Office :** Amrutha Castle, 5-9-16, Saifabad, Secretariat, Hyderabad - 500063. CIN NO. L91990AP1991PLC012714

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**Item No. 2: To declare dividend on the equity shares of the Company:**

**Resolution Required: Ordinary Resolution**

**Mode of Voting: E-Voting + Poll**

301 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1592677	3.99	1592175	502	99.97	0.03
<b>Total</b>	<b>163464735</b>	<b>120192938</b>	<b>73.53</b>	<b>120192436</b>	<b>502</b>	<b>100.00</b>	<b>0.00</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

**Item No. 3: To appoint a Director in place of Smt. Y. Manjula Reddy (DIN: 00115485), Director who retires by rotation and being eligible offers herself for re-appointment:**

**Resolution Required: Ordinary Resolution**

**Mode of Voting: E-Voting + Poll**

301 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1591032	3.99	1579595	11437	99.28	0.72
<b>Total</b>	<b>163464735</b>	<b>120191293</b>	<b>73.53</b>	<b>120179856</b>	<b>11437</b>	<b>99.99</b>	<b>0.01</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

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Item No. 4: Appointment of M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company: *Why go anywhere else*

**Resolution Required: Ordinary Resolution**  
**Mode of Voting: E-Voting + Poll**  
 301 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1594927	4.00	1587875	7052	99.56	0.44
<b>Total</b>	<b>163464735</b>	<b>120195188</b>	<b>73.53</b>	<b>120188136</b>	<b>7052</b>	<b>99.99</b>	<b>0.01</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

Item No. 5: Appointment of Sri K. Satyanarayana Raju (DIN: 00979484) as an Independent Director:

**Resolution Required: Ordinary Resolution**  
**Mode of Voting: E-Voting + Poll**  
 302 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1599227	4.01	1589200	10027	99.57	0.63
<b>Total</b>	<b>163464735</b>	<b>120199488</b>	<b>73.53</b>	<b>120189461</b>	<b>10027</b>	<b>99.99</b>	<b>0.01</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

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**Item No. 6: Appointment of Sri Indukuri Venkata Subba Raju (DIN: 02274771) as an Independent Director:**

**Resolution Required: Ordinary Resolution**  
**Mode of Voting: E-Voting + Poll**  
 302 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1595932	4.00	1585905	10027	14325	0.63
<b>Total</b>	<b>163464735</b>	<b>120196193</b>	<b>73.53</b>	<b>120186166</b>	<b>10027</b>	<b>99.99</b>	<b>0.01</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

**Item No. 7: Appointment of Sri Y. Subba Rao (DIN: 03030193) as an Independent Director:**

**Resolution Required: Ordinary Resolution**  
**Mode of Voting: E-Voting + Poll**  
 301 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1426525	3.57	1419200	7325	99.49	0.51
<b>Total</b>	<b>163464735</b>	<b>120026786</b>	<b>73.43</b>	<b>120019461</b>	<b>7325</b>	<b>99.99</b>	<b>0.01</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

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**Item No. 8: Appoint Sri D. V. Ratna Kishore (DIN: 01017518), as an Independent Director.** *Why go anywhere else*

**Resolution Required: Ordinary Resolution**

**Mode of Voting: E-Voting + Poll**

299 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1598820	4.00	1591695	7125	99.55	0.45
<b>Total</b>	<b>163464735</b>	<b>120199081</b>	<b>73.53</b>	<b>120191956</b>	<b>7125</b>	<b>99.99</b>	<b>0.01</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

**Item No. 9: Appointment of Sri Venkateswara Dontireddy Reddy (DIN: 06955859), as an Independent Director:**

**Resolution Required: Ordinary Resolution**

**Mode of Voting: E-Voting + Poll**

301 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1599027	4.01	1589372	9655	99.40	0.60
<b>Total</b>	<b>163464735</b>	<b>120199288</b>	<b>73.53</b>	<b>120189633</b>	<b>9655</b>	<b>99.99</b>	<b>0.01</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

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**Item No. 10: Adoption of new Articles of Association in conformity with Companies Act, 2013:** *Why go anywhere else*

**Resolution Required: Special Resolution**

**Mode of Voting: E-Voting + Poll**

302 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1600232	4.01	1593180	7052	99.56	0.44
<b>Total</b>	<b>163464735</b>	<b>120200493</b>	<b>73.53</b>	<b>120193441</b>	<b>7052</b>	<b>99.99</b>	<b>0.01</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

**Item No. 11: Regularization of Contract entered with M/s. Country Condo's Limited:**

**Resolution Required: Special Resolution**

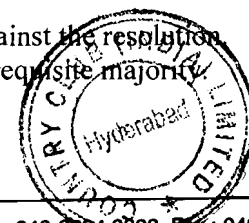
**Mode of Voting: E-Voting + Poll**

297 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	0	0.00	0	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1596142	4.00	1584360	11782	99.26	0.74
<b>Total</b>	<b>163464735</b>	<b>1596142</b>	<b>0.98</b>	<b>1584360</b>	<b>11782</b>	<b>99.26</b>	<b>0.74</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

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**Item No. 12: Approval of the payment of remuneration to Executive Directors:**

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**Resolution Required: Ordinary Resolution**

**Mode of Voting: E-Voting + Poll**

301 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1524027	3.82	1425780	98247	93.55	6.45
<b>Total</b>	<b>163464735</b>	<b>120124288</b>	<b>73.49</b>	<b>120026041</b>	<b>98247</b>	<b>99.92</b>	<b>0.08</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

**Item No. 13: Approval of payment of remuneration to Non-Executive Directors:**

**Resolution Required: Ordinary Resolution**

**Mode of Voting: E-Voting + Poll**

302 total number of Ballots received

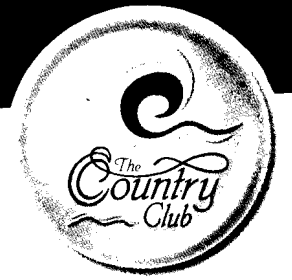
Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1599227	4.01	1591890	7337	99.54	0.46
<b>Total</b>	<b>163464735</b>	<b>120199488</b>	<b>73.53</b>	<b>120192151</b>	<b>7337</b>	<b>99.99</b>	<b>0.01</b>

As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

**Country Club (India) Limited**

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**Item No. 14: Change of name of the Company:**

**Resolution Required: Special Resolution**

**Mode of Voting: E-Voting + Poll**

302 total number of Ballots received

Promoters / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of Votes in against (5)	% of votes in favour on votes polled (6) = $[4/2]*100$	% of votes against on votes polled (7) = $[5/2]*100$
Promoter and Promoter Group	120637386	118600261	98.31	118600261	0	100	0
Public Institutional Holders	2906228	0	0	0	0	0	0
Public Others	39921121	1599227	4.01	1592176	7051	99.56	0.44
<b>Total</b>	<b>163464735</b>	<b>120199488</b>	<b>73.53</b>	<b>120192437</b>	<b>7051</b>	<b>99.99</b>	<b>0.01</b>

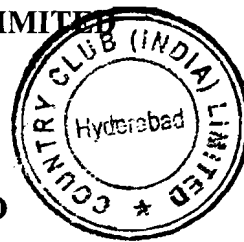
As the votes cast in favour of the Resolution is more than the votes cast against the resolution. Henceforth it was declared that the resolution has been approved with the requisite majority.

Thanking you,

Yours Faithfully,

For COUNTRY CLUB (INDIA) LIMITED

**Y. VARUN REDDY**  
**VICE- CHAIRMAN, JMD & COO**  
**DIN: 01905757**



**Country Club (India) Limited**

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**FORM No. MGT - 13**

**REPORT OF SCRUTINIZER**

(Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To  
The Chairman,  
Country Club (India) Limited  
Hyderabad  
Telangana

**Sub: - 23<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of M/s. Country Club (India) Limited held on Tuesday, 30<sup>th</sup> September, 2014 at 11:00 A.M. at Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp Gymkhana Grounds, Secunderabad 500 003.**

Dear Sir,

I, Rashida Adenwala, Practising Company Secretary, Partner, R&A Associates, Flat # 101, Sapthagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad-500016, Telangana having been appointed as Scrutinizer for the purpose of the poll taken for the resolution(s) mentioned in the Notice of 23<sup>rd</sup> AGM of the Equity Shareholders of the Company held on Tuesday, 30<sup>th</sup> September, 2014 at 11:00 A.M. at Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp Gymkhana Grounds, Secunderabad 500 003, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company, M/s Aarthi Consultants Private Limited, Hyderabad and the authorizations/proxies lodged with the Company.



**R&A Associates, Company Secretaries**

Flat # 101, Sapthagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad- 500016, India  
Phone: +91 (40) 4003 2244 (4 lines) Email: [info@rna-cs.com](mailto:info@rna-cs.com)

3. Six (6) poll papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

**Resolution No. 1: Ordinary Resolution**

To receive, consider and adoption the Audited Statement of Profit & Loss for the year ended on 31<sup>st</sup> March, 2014 and the audited balance sheet as on that date together with the notes thereto and the reports of the Auditors & Directors thereon for the Financial year ended 31st March, 2014.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
259	4028127	99.99

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.01

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	15



**R&A Associates, Company Secretaries**

Flat # 101, Sapthagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad- 500016, India

Phone: +91 (40) 4003 2244 (4 lines) Email: [info@rna-cs.com](mailto:info@rna-cs.com)

**Resolution No. 2: Ordinary Resolution**

**To declare dividend on the equity shares of the Company.**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
258	4027122	99.97

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.03

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	1020

**Resolution No. 3: Ordinary Resolution**

**To appoint a Director in place of Smt. Y. Manjula Reddy (DIN 00115485), Director who retires by rotation and being eligible offers herself for re-appointment**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
259	4028127	99.99



**R&A Associates, Company Secretaries**

Flat # 101, Sapthagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad- 500016, India  
 Phone: +91 (40) 4003 2244 (4 lines) Email: [info@rna-cs.com](mailto:info@rna-cs.com)

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.01

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	15

**Resolution No. 4: Ordinary Resolution**

Appointment of M/s. P. Murali & Co, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM to the conclusion of the third consecutive AGM (subject to ratification by members at every AGM) and to fix their remuneration for the Financial Year ending 31st March, 2014.

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
258	4027122	99.97

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.03



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(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	1020

**Resolution No. 5: Ordinary Resolution**

To appoint Sri K. Satyanarayana Raju (DIN 00979484) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
258	4027122	99.97

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.03

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	1020

**Resolution No. 6: Ordinary Resolution**

To appoint Sri Indukuri Venkata Subba Raju (DIN 02274771) as an Independent Director



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(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
259	4028127	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	17

**Resolution No. 7: Ordinary Resolution**

**To appoint Sri Y. Subba Rao (DIN 03030193) as an Independent Director.**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
258	4027122	100



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(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
4	1022

**Resolution No. 8: Ordinary Resolution**

**To appoint Sri D.V Ratna Kishore (DIN 01017518) as an Independent Director**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
258	4027122	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



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(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
4	1022

**Resolution No. 9: Ordinary Resolution**

To appoint Sri Venkateshwara Dontireddy Reddy (DIN 06955859) as an Independent Director

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
259	4027124	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	1020



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**Resolution No. 10: Special Resolution**

**Adoption of New Articles of Association in conformity with Companies Act, 2013.**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
259	4028127	99.99

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.01

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
2	15

**Resolution No. 11: Special Resolution**

**To regularize the contract entered with M/s. Country Condos Limited**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
256	503122	99.79



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(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.21

(iii) Invalid Votes:

6

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
5	3525020

**Resolution No. 12: Ordinary Resolution**

**To approve the payment of remuneration to executive directors**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
258	4027122	99.97

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.03

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	1020



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**Resolution No. 13: Ordinary Resolution**

To approve the payment of remuneration to non executive directors

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
258	4027122	99.97

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.03

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	1020

**Resolution No. 14: Special Resolution**

Change of Name of the Company

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
258	4027123	99.97



**R&A Associates, Company Secretaries**

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Phone: +91 (40) 4003 2244 (4 lines) Email: [info@rna-cs.com](mailto:info@rna-cs.com)

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.03

(iii) Invalid Votes:

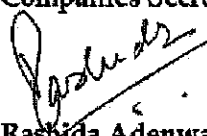
Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	1020

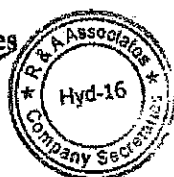
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstain from voting for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Meeting for safe keeping.

Thanking you,

Yours faithfully,

For R&A Associates  
Companies Secretaries

  
Rashida Adenwala  
Practicing Company Secretary  
Membership No. FCS 4020  
# CP 2224



Place: Hyderabad

Date: 01<sup>st</sup> October, 2014

**Scrutinizer's Report on E-voting**  
**[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the**  
**Companies (Management and Administration) Rules, 2014]**

To  
The Chairman,  
Country Club (India) Limited  
Amrutha Castle, 5-9-16,  
Saifabad, Opp to Secretariat,  
Hyderabad, 500063  
Telangana

Date: 27<sup>th</sup> September, 2014

Dear Sir,

**Subject:-** Report on e-voting for the 23<sup>rd</sup> Annual General Meeting of M/s. Country Club (India) Limited scheduled to be held on Tuesday, 30<sup>th</sup> September, 2014 at 11.00 A.M.

I, Rashida Adenwala, Company Secretary in Practice, Partner, R & A Associates, Company Secretaries, Flat # 101, Sapthagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet, Hyderabad - 500016, Telangana, have been appointed by the Board of Directors of M/s. Country Club (India) Limited ("the Company") as a scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 for the various items of business proposed in the notice of the 23<sup>rd</sup> Annual General Meeting (AGM) of the Company scheduled to be held on 30<sup>th</sup> September, 2014.

The notice dated 14<sup>th</sup> August, 2014 convening the 23<sup>rd</sup> Annual General Meeting (AGM) of the company was sent to the shareholders in respect of the resolutions to be passed at the said AGM of the company.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of the 23<sup>rd</sup> Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in Favour" or "Against" the resolutions and "invalid" votes, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the company.



To  
Chairman,  
Country Club (India) Limited (The Company)

The 23<sup>rd</sup> Annual General Meeting of the Members of the Company held on Tuesday, 30<sup>th</sup> September, 2014 at 11.00 A.M. at Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad 500 003.

Dear Sir,

1. I Rashida Adenwala, practicing Company Secretary, partner , R & A Associates, Company Secretaries, Hyderabad have been appointed by
  - The Board of Directors of the Company for the purpose of scrutinizing the e-voting process under the provisions of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management And Administration) Rules, 2014 (Rules); and
  - The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Act read with Rule 21 of Rules, on the resolutions contained in the notice of the 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company, held on 30<sup>th</sup> day of September, 2014 at Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp Gymkhana Grounds, Secunderabad 500 003.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of the 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depositories Limited (NSDL), the authorized agency engaged by the company to provide the facilities relating to e-voting and conducting poll at AGM.
3. I have issued separate Scrutinizers Report on the e-voting dated 27<sup>th</sup> September, 2014 and on the poll dated 01<sup>st</sup> October, 2014 on the resolutions contained in the Notice of the AGM. As requested by the Management, I hereby submit herewith my combined report on the results of e-voting together with that of poll as under:

S.No	Type of Resolution	Item No.	No. of votes in favour	% of votes in favour	No. of votes Against	% of votes Against
1.	Ordinary	To receive, consider and adoption the Audited Statement of Profit & Loss for the year ended on 31st March, 2014 and the audited balance sheet as on that date together with the notes thereto and the reports of the Auditors & Directors thereon for the Financial year ended 31st March, 2014.	120193441	99.99	7052	0.01
2.	Ordinary	To declare dividend on the equity shares of the Company.	120192436	99.99	502	0.01
3.	Ordinary	To appoint a Director in place of Smt. Y. Manjula Reddy (DIN 00115485), Director who retires by rotation and being eligible offers herself for re-appointment.	120179856	99.99	11437	
4.	Ordinary	Appointment of M/s. P. Murali & Co, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM to the conclusion of the third consecutive AGM (subject to ratification by members at every AGM) and to fix their remuneration for the Financial Year ending 31st March, 2014.	120188136	99.99	7052	0.01
5.	Ordinary	To appoint Sri K. Satyanarayana Raju (DIN 00979484) as an Independent Director	120189461	99.99	10027	0.01
6.	Ordinary	To appoint Sri Indukuri Venkata Subba Raju (DIN 02274771) as an Independent Director	120186166	99.98	14325	0.02
7.	Ordinary	To appoint Sri Y. Subba Rao (DIN 03030193) as an Independent Director.	120019461	99.99	7325	0.01

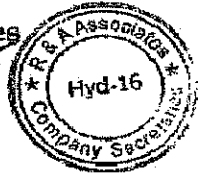
8.	Ordinary	To appoint Sri D.V Ratna Kishore (DIN 01017518) as an Independent Director	120191956	99.99	7125	0.01
9.	Ordinary	To appoint Sri Venkateshwara Dontireddy Reddy (DIN 06955859) as an Independent Director	120189633	99.99	9655	0.01
10.	Special	Adoption of New Articles of Association in conformity with Companies Act, 2013.	120193441	99.99	7052	0.01
11.	Special	To regularize the contract entered with M/s. Country Condos Limited	1584360	99.26	11782	0.74
12.	Ordinary	To approve the payment of remuneration to executive directors	120026041	99.91	98247	0.09
13.	Ordinary	To approve the payment of remuneration to non executive directors	120192151	99.99	7337	0.01
14.	Special	Change of Name of the Company	120192437	99.99	7051	0.01

Thanking you,

Yours faithfully,

For R&A Associates  
Companies Secretaries

*Rashida Adenwala*



**Rashida Adenwala**  
**Practicing Company Secretary**  
**Membership No. FCS 4020**  
**# CP 2224**

Place: Hyderabad

Date: 01<sup>st</sup> October, 2014



Further to the above, I submit my report as under:-

- (i) In accordance with the Notice of 23<sup>rd</sup> Annual General Meeting sent to the shareholders, the voting through electronic means was started on Wednesday, 24<sup>th</sup> September, 2014 at 9.00 A.M and ended on Friday 26<sup>th</sup> September, 2014 at 5.00 P.M.
- (ii) The equity shareholders holding shares as on cut-off date i.e., 29<sup>th</sup> August, 2014 were entitled to vote on the resolutions as stated in the notice of the 23<sup>rd</sup> Annual General Meeting of the company.
- (iii) The votes were unblocked on 27<sup>th</sup> September, 2014 in the presence of Mr. Deepesh Pipalwa (H. No. 3-1-441, beside Sangam Hotel, Sneha Kutir, Nimboliadda, Kachiguda, Hyderabad-500027) and Mr. Hansraj Singh (H. No. 14-10-1317, Opp. Mahankali Temple, Jali Hanuman Road, Puranapul, Hyderabad-500006) who are not the employees of the company, and who have signed below as witness to the unblocking of the votes.
- (iv) The e-voting results/list downloaded from the website of National Securities Depository Limited (NSDL) ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) is being handed over to the chairman along with this report.
- (v) The results of the e-voting are as under :

**Resolution No. 1: Ordinary Resolution**

**To receive, consider and adoption the Audited Statement of Profit & Loss for the year ended on 31<sup>st</sup> March, 2014 and the audited balance sheet as on that date together with the notes thereto and the reports of the Auditors & Directors thereon for the Financial year ended 31st March, 2014**

- (i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
37	116165314	100



(ii) Voted **against** the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
3	7050	100

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

**Resolution No. 2 : Ordinary Resolution**

To declare dividend on the equity shares of the Company.

(i) Voted in **favour** of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
37	116165314	100

(ii) Voted **against** the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
2	500	100

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil



**Resolution No. 3 : Ordinary Resolution**

To appoint a Director in place of Smt. Y. Manjula Reddy (DIN 00115485), Director who retires by rotation and being eligible offers herself for re-appointment.

(i) Voted in **favour** of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
34	116151729	100

(ii) Voted **against** the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
5	11435	100

(iii) **Invalid Votes:**

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

**Resolution No. 4 : Ordinary Resolution**

Appointment of M/s. P. Murali & Co, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM to the conclusion of the third consecutive AGM (subject to ratification by members at every AGM) and to fix their remuneration for the Financial Year ending 31st March, 2014.

(i) Voted in **favour** of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
36	116161014	100



(ii) Voted **against** the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
3	7050	100

(iii) **Invalid Votes:**

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

**Resolution No. 5 : Ordinary Resolution**

**To appoint Sri K. Satyanarayana Raju (DIN 00979484) as an Independent Director**

(i) Voted in **favour** of the Resolution:

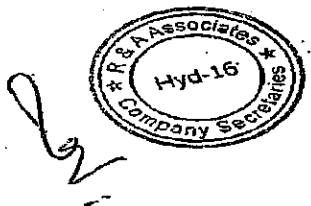
Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
34	116162339	100

(ii) Voted **against** the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
6	10025	100

(iii) **Invalid Votes:**

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil



**Resolution No. 6: Ordinary Resolution**

**To appoint Sri Indukuri Venkata Subba Raju (DIN 02274771) as an Independent Director**

(i) Voted in **favour** of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
33	116158039	100

(ii) Voted **against** the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
7	14325	100

(iii) **Invalid Votes:**

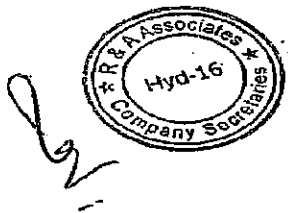
Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

**Resolution No. 7 : Ordinary Resolution**

**To appoint Sri Y. Subba Rao (DIN 03030193) as an Independent Director**

(i) Voted in **favour** of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
34	115992339	100



(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
5	7325	100

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

**Resolution No. 8: Ordinary Resolution**

**To appoint Sri D.V Ratna Kishore (DIN 01017518) as an Independent Director**

(i) Voted in favour of the Resolution:

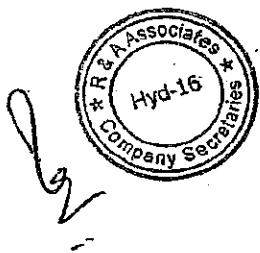
Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
33	116164834	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
4	7125	100

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
NIL	NIL



**Resolution No. 9 : Ordinary Resolution**

**To appoint Sri Venkateshwara Dontireddy Reddy (DIN 06955859) as an Independent Director**

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
34	116162509	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
5	9655	100

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

**Resolution No. 10: Special Resolution**

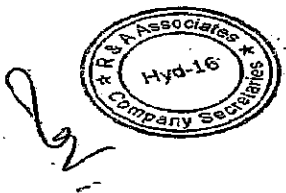
**Adoption of New Articles of Association in conformity with Companies Act, 2013**

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
37	116165314	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
3	7050	100



(iii) **Invalid Votes:**

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

**Resolution No. 11: Special Resolution**

**To regularize the contract entered with M/s. Country Condos Limited**

(i) **Voted in favour of the Resolution:**

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
28	1081238	100

(ii) **Voted against the resolution:**

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
6	11780	100

(iii) **Invalid Votes:**

Number of members voting through electronic means	Number of votes cast by them
1	210215

**Resolution No. 12: Ordinary Resolution**

**To approve the payment of remuneration to executive directors**

(i) **Voted in favour of the Resolution:**

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
32	115998919	100





(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
7	98245	100

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

**Resolution No. 13 : Ordinary Resolution**

**To approve the payment of remuneration to non executive directors**

(i) Voted in favour of the Resolution:

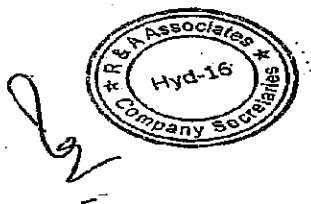
Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
35	116165029	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
5	7335	100

(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil



**Resolution No. 14: Special Resolution**

**Change of Name of the Company**

(i) Voted in favour of the Resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast (For and Against)
37	116165314	100

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
3	7050	Nil

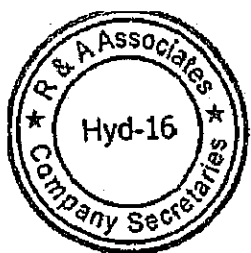
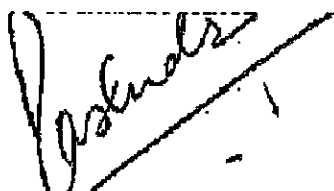
(iii) Invalid Votes:

Number of members voting through electronic means	Number of votes cast by them
Nil	Nil

Thanking you,

Yours faithfully,

For R&A Associates  
Companies Secretaries



Rashida Adenwala  
Practicing Company Secretary  
Membership No. FCS 4020  
CP No # 2224

Place: Hyderabad

Date: 27<sup>th</sup> September, 2014

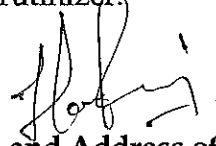
We the undersigned witnessed that the votes were unblocked from the e-voting website of National Securities Depository Limited (NSDL), ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) on 27<sup>th</sup> September, 2014 in our presence at the office of the Scrutinizer.



**Name and Address of the Witness**

**1. Deepesh Pipalwa**

H. No. 3-1-441, beside Sangam Hotel,  
Sneha Kutir, Nimboliadda, kachiguda  
Hyderabad-500027



**Name and Address of the Witness**

**2. Hansraj Singh**

H. No. 14-10-1317, Opp. Mahankali  
Temple, Jali Hanuman Road, Puranapul,  
Hyderabad-500006